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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE GIBSON, DUNN & CRUTCHER FOUNDATION		A Employer identification number 95-4301635
Number and street (or P.O. box number if mail is not delivered to street address) 333 SOUTH GRAND AVENUE	Room/suite	B Telephone number (213) 229-7252
City or town, state, and ZIP code LOS ANGELES, CA 90071		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2886839.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1600000.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	73755.	73755.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	159776.			
	b Gross sales price for all assets on line 6a	1790439.			
	7 Capital gain net income (from Part IV, line 2)		159776.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	168.	168.		Statement 2	
12 Total. Add lines 1 through 11	1833699.	233699.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	150.	150.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	7662.	1631.		180.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	12767.	12439.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	20579.	14220.		180.
	25 Contributions, gifts, grants paid	2123450.			2123450.
26 Total expenses and disbursements. Add lines 24 and 25	2144029.	14220.		2123630.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-310330.				
b Net investment income (if negative, enter -0-)		219479.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

09361113 600881 GDCFOUND

2012.05000 THE GIBSON, DUNN & CRUTCHER GDCFOUND3

9/18

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	1112762.	1713443.	1713443.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations Stmt 7	925102.	430056.	430486.	
	b Investments - corporate stock Stmt 8	963408.	576314.	637782.	
	c Investments - corporate bonds Stmt 9	92881.	67263.	70698.	
11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other Stmt 10	40688.	35279.	34430.		
14 Land, buildings, and equipment; basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)	3134841.	2822355.	2886839.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ ACCRUED DIVIDENDS)	2156.	0.		
23 Total liabilities (add lines 17 through 22)	2156.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	3132685.	2822355.		
30 Total net assets or fund balances	3132685.	2822355.			
31 Total liabilities and net assets/fund balances	3134841.	2822355.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3132685.
2 Enter amount from Part I, line 27a	2	-310330.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2822355.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2822355.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GOLDMAN SACHS		P	Various	Various
b GOLDMAN SACHS		P	Various	Various
c Capital Gains Dividends				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1205375.		1142134.	63241.
b 584851.		488529.	96322.
c 213.			213.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			63241.
b			96322.
c			213.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	159776.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1729778.	3012052.	.574286
2010	1201283.	2959406.	.405920
2009	480798.	2451972.	.196086
2008	30.	1870961.	.000016
2007	35.	1944432.	.000018

2 Total of line 1, column (d)	2	1.176326
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.235265
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2531702.
5 Multiply line 4 by line 3	5	595621.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2195.
7 Add lines 5 and 6	7	597816.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2123630.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2195.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2195.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2195.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3768.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3768.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1573.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 1573. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of CHARLES E. WOODHOUSE Telephone no. (213) 229-7252			
	Located at 333 S. GRAND AVENUE, SUITE 5208, LOS ANGELES, CA ZIP+4 90071-3197			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2012)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2012)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2052803.
b	Average of monthly cash balances	1b	517453.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2570256.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2570256.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38554.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2531702.
6	Minimum investment return. Enter 5% of line 5	6	126585.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	126585.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2195.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2195.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	124390.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	124390.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	124390.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2123630.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2123630.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2195.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2121435.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				124390.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				359323.
d From 2010				1055157.
e From 2011				1585189.
f Total of lines 3a through e	2999669.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2123630.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				124390.
e Remaining amount distributed out of corpus	1999240.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4998909.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4998909.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				359323.
c Excess from 2010				1055157.
d Excess from 2011				1585189.
e Excess from 2012				1999240.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CANCER SOCIETY 250 Williams Street NW ATLANTA, GA 30303		PUBLIC CHARITY	CHARITABLE	5000.
AMERICAN HEART ASSOCIATION 7272 Greenville Ave. DALLAS, TX 75231		PUBLIC CHARITY	CHARITABLE	79000.
AMERICAN JEWISH COMMITTEE 1156 15TH STREET NW # 1201 WASHINGTON, DC 20005		PUBLIC CHARITY	CHARITABLE	10000.
AMERICAN RED CROSS 520 West 49th Street NEW YORK, NY 10036		PUBLIC CHARITY	CHARITABLE	100000.
ATLANTIC LEGAL FOUNDATION 2039 Palmer Ave. Suite 104 LARCHMONT, NY 10538		PUBLIC CHARITY	CHARITABLE	5000.
Total			See continuation sheet(s)	2123450.
b Approved for future payment				
None				
Total				0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE GIBSON, DUNN & CRUTCHER FOUNDATION

Employer identification number

95-4301635

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE GIBSON, DUNN & CRUTCHER FOUNDATION**95-4301635****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GIBSON, DUNN & CRUTCHER LLP 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	\$ 1600000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE GIBSON, DUNN & CRUTCHER FOUNDATION

95-4301635

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE GIBSON, DUNN & CRUTCHER FOUNDATION

95-4301635

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES 800 S. Figueroa Street, Suite 620 LOS ANGELES, CA 90017		PUBLIC CHARITY	CHARITABLE	10000.
BOYS AND GIRLS CLUB OF AMERICA 1275 Peachtree Street NE ATLANTA, GA 30309-5700		PUBLIC CHARITY	CHARITABLE	10000.
BUILDON P.O. Box 16741 STAMFORD, CT 06905		PUBLIC CHARITY	CHARITABLE	40000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 Exposition Park Drive LOS ANGELES, CA 90037		PUBLIC CHARITY	CHARITABLE	7500.
CENTER THEATRE GROUP 601 W. Temple St. LOS ANGELES, CA 90012		PUBLIC CHARITY	CHARITABLE	15000.
CITIZENS UNION 299 Broadway NEW YORK, NY 10007		PUBLIC CHARITY	CHARITABLE	15000.
CONSTITUTIONAL RIGHTS FOUNDATION 601 South Kingsley Drive LOS ANGELES, CA 90005		PUBLIC CHARITY	CHARITABLE	15000.
CYSTIC FIBROSIS FOUNDATION 6931 Arlington Road, 2nd floor BETHESDA, MD 20814		PUBLIC CHARITY	CHARITABLE	7500.
DISCOVERY SCIENCE CENTER 2500 North Main Street SANTA ANA, CA 92705		PUBLIC CHARITY	CHARITABLE	12500.
DKMS AMERICAS 33 East 33rd Street, Suite 501 NEW YORK, NY 10016		PUBLIC CHARITY	CHARITABLE	75000.
Total from continuation sheets				1924450.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DO SOMETHING 24-32 Union Square East, 4th Floor NEW YORK, NY 10003		PUBLIC CHARITY	CHARITABLE	15000.
EQUAL JUSTICE WORKS 1730 M Street NW, Suite 1010 WASHINGTON, DC 20036-4511		PUBLIC CHARITY	CHARITABLE	15000.
FEDERALIST SOCIETY 1015 18TH ST NW, SUITE 425 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	50000.
GEORGETOWN LOMBARDI COMPREHENSIVE CANCER CENTER 3800 Reservoir Road, NW WASHINGTON, DC 20057		PUBLIC CHARITY	CHARITABLE	7500.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, LA 90027-1451		PUBLIC CHARITY	CHARITABLE	7500.
HAMPTONS INTERNATIONAL FILM FESTIVAL 30 W 26th Street, 7th Floor NEW YORK, NY 10010		PUBLIC CHARITY	CHARITABLE	15000.
HEART OF LOS ANGELES YOUTH 2701 Wilshire Blvd, Ste 100 LOS ANGELES, CA 90057		PUBLIC CHARITY	CHARITABLE	5000.
HUDSON GUILD 441 West 26th Street NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	10000.
HUMAN RIGHTS FIRST 333 Seventh Avenue, 13th Floor NEW YORK, NY 10001-5108		PUBLIC CHARITY	CHARITABLE	5000.
HUMAN RIGHTS WATCH 350 Fifth Avenue, 34th floor NEW YORK, NY 10118-3299		PUBLIC CHARITY	CHARITABLE	6250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL WOMEN'S MEDIA FOUNDATION 1625 K Street NW, Suite 1275 WASHINGTON, DC 20006		PUBLIC CHARITY	CHARITABLE	25000.
JEWISH THEOLOGICAL SEMINARY 3080 Broadway NEW YORK, NY 10027		PUBLIC CHARITY	CHARITABLE	8000.
LAMBDA LEGAL DEFENSE & EDUCATION FUND 120 Wall Street NEW YORK, NY 10005-3904		PUBLIC CHARITY	CHARITABLE	25000.
LATINO JUSTICE PRIDE 99 Hudson Street 14th Floor NEW YORK, NY 10013-2815		PUBLIC CHARITY	CHARITABLE	10000.
LAW FOUNDATION OF SILICON VALLEY 111 W St John St SAN JOSE, CA 95113		PUBLIC CHARITY	CHARITABLE	10000.
LAWYERS WITHOUT BORDERS 750 Main Street HARTFORD, CT 06103		PUBLIC CHARITY	CHARITABLE	20000.
LEGAL AID FOUNDATION OF LOS ANGELES 1102 Crenshaw Boulevard LOS ANGELES, CA 90019		PUBLIC CHARITY	CHARITABLE	169100.
LEGAL AID SOCIETY - EMPLOYMENT LAW CENTER 180 Montgomery Street, Suite 600 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	CHARITABLE	56700.
LEGAL AID SOCIETY OF NEW YORK 199 Water Street NEW YORK, NY 10038		PUBLIC CHARITY	CHARITABLE	145000.
LEUKEMIA & LYMPHOMA SOCIETY 8033 West Century Blvd # 300 LOS ANGELES, CA 90045		PUBLIC CHARITY	CHARITABLE	10000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIBRARY FOUNDATION OF LOS ANGELES 630 West 5th Street LOS ANGELES, CA 90071		PUBLIC CHARITY	CHARITABLE	10000.
LOS ANGELES BALLET 11755 Exposition Boulevard LOS ANGELES, CA 90064		PUBLIC CHARITY	CHARITABLE	15000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 South Grand Avenue LOS ANGELES, CA 90012-3034		PUBLIC CHARITY	CHARITABLE	40000.
LUSTGARTEN FOUNDATION 1111 Stewart Avenue BETHPAGE, NY 11714		PUBLIC CHARITY	CHARITABLE	50000.
MEXICAN AMERICAN BAR FOUNDATION P.O. Box 862127 LOS ANGELES, CA 90086-2127		PUBLIC CHARITY	CHARITABLE	15000.
MOUNT SAINT MARY'S COLLEGE 12001 Chalon Rd. LOS ANGELES, CA 90049		PUBLIC CHARITY	CHARITABLE	10000.
NATIONAL ASIAN PACIFIC AMERICAN BAR ASSOCIATION 1612 K Street NW, Suite 1400 WASHINGTON, DC 20006		PUBLIC CHARITY	CHARITABLE	15000.
NATIONAL LEGAL AID & DEFENDER ASSOCIATION 1140 Connecticut Ave NW # 900 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	9000.
NEW VILLAGE CHARTER SCHOOL 147 North Occidental Boulevard LOS ANGELES, CA 90026		PUBLIC CHARITY	CHARITABLE	10000.
OFFICE OF THE APPELLATE DEFENDER 11 Park Place Ste 1601 NEW YORK, NY 10007		PUBLIC CHARITY	CHARITABLE	12500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OUTWARD BOUND P.O. Box 62161 BALTIMORE, MD 21264-2161		PUBLIC CHARITY	CHARITABLE	12500.
PASADENA SYMPHONY ASSOCIATION 117 East Colorado Blvd # 200 PASADENA, CA 91105		PUBLIC CHARITY	CHARITABLE	5000.
PRO BONO PARTNERSHIP 237 Mamaroneck Avenue, Suite 300 White Plains, NY 10605		PUBLIC CHARITY	CHARITABLE	35000.
PUBLIC COUNSEL 610 South Ardmore Avenue LOS ANGELES, CA 90005		PUBLIC CHARITY	CHARITABLE	47500.
PUBLIC LAW CENTER 601 W Civic Center Dr SANTA ANA, CA 92701		PUBLIC CHARITY	CHARITABLE	11000.
PUENTE LEARNING CENTER 501 South Boyle Avenue LOS ANGELES, CA 90033		PUBLIC CHARITY	CHARITABLE	5000.
ROBIN HOOD FOUNDATION 826 Broadway, 9th Floor NEW YORK, NY 10003		PUBLIC CHARITY	CHARITABLE	15000.
ROOSEVELT INSTITUTE 570 Lexington Avenue, 5th Floor NEW YORK, NY 10022		PUBLIC CHARITY	CHARITABLE	10000.
SILICON VALLEY CAMPAIGN FOR LEGAL SERVICES P.O. Box 848 SAN JOSE, CA 95106-3848		PUBLIC CHARITY	CHARITABLE	10000.
THEATRE FOR A NEW AUDIENCE 154 Christopher St # 3D NEW YORK, NY 10014		PUBLIC CHARITY	CHARITABLE	8000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TIPPING POINT 220 Montgomery Street #850 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	CHARITABLE	18000.
TOURETTE SYNDROME ASSOCIATION 42-40 Bell Boulevard BAYSIDE, NY 11361		PUBLIC CHARITY	CHARITABLE	10000.
UNITED CELEBRAL PALSY OF ORANGE COUNTY 230 Commerce IRVINE, CA 92602		PUBLIC CHARITY	CHARITABLE	14500.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 15th St SW WASHINGTON, DC 20024		PUBLIC CHARITY	CHARITABLE	13000.
URBAN JUSTICE CENTER 123 William Street 16th Floor NEW YORK, NY 10038		PUBLIC CHARITY	CHARITABLE	8000.
WESTERN CENTER ON LAW & POVERTY 3701 WILSHIRE BLVD., STE 208 LOS ANGELES, CA 90010		PUBLIC CHARITY	CHARITABLE	15000.
WESTERN JUSTICE CENTER FOUNDATION 55 South Grand Avenue PASADENA, CA 91105		PUBLIC CHARITY	CHARITABLE	15000.
YMCA OF GREATER NEW YORK 5 West 63rd Street; 6th Floor NEW YORK, NY 10023		PUBLIC CHARITY	CHARITABLE	10000.
ASECA P.O. Box 5767 WASHINGTON, DC 20016		PUBLIC CHARITY	CHARITABLE	10000.
BET TZEDEK 145 S FAIRFAX AVE STE 200 LOS ANGELES, CA 90036		PUBLIC CHARITY	CHARITABLE	70000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAL STATE FULLERTON PHILANTHROPIC FOUNDATION 2600 Nutwood Ave, Suite 850 FULLERTON, CA 92831		PUBLIC CHARITY	CHARITABLE	12000.
CURE DECHENNE 3334 East Coast Highway #157 CORONA DEL MAR, CA 92625		PUBLIC CHARITY	CHARITABLE	5000.
NATIONAL CENTER FOR STATE COURTS 300 Newport Avenue WILLIAMSBURG, VA 23185		PUBLIC CHARITY	CHARITABLE	50000.
THE OTHER BAR FOUNDATION 235 Montgomery Street, 17th floor SAN FRANCISCO, CA 94101		PUBLIC CHARITY	CHARITABLE	5000.
AIDS SERVICE CENTER 65 N Raymond Ave, Suite 240 PASADENA, CA 91103		PUBLIC CHARITY	CHARITABLE	5000.
AMERICAN FOUNDATION FOR EQUAL RIGHTS 6565 Sunset Blvd, Suite 400 LOS ANGELES, CA 90028		PUBLIC CHARITY	CHARITABLE	10000.
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY One Battery Park Plaza, 25th Floor NEW YORK, NY 10004		PUBLIC CHARITY	CHARITABLE	7500.
ANTI DEFAMATION LEAGUE 10495 Santa Monica Blvd LOS ANGELES, CA 90025		PUBLIC CHARITY	CHARITABLE	21000.
ASIAN PACIFIC AMERICAN LEGAL CENTER 1145 Wilshire Blvd., 2nd Floor LOS ANGELES, CA 90017		PUBLIC CHARITY	CHARITABLE	5000.
BOY SCOUTS OF AMERICA P.O. Box 152079 IRVING, TX 75015-2079		PUBLIC CHARITY	CHARITABLE	5000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATALYST 120 Wall Street, 15th Floor NEW YORK, NY 10005		PUBLIC CHARITY	CHARITABLE	15000.
CENTER FOR CIVIC MEDIATION 1055 West 7th Street, #2700 LOS ANGELES, CA 90017		PUBLIC CHARITY	CHARITABLE	15000.
CHALLENGED ATHLETES FOUNDATION 9591 Waples Street SAN DIEGO, CA 92121		PUBLIC CHARITY	CHARITABLE	10000.
CHILDREN'S BUREAU 1910 Magnolia Avenue LOS ANGELES, CA 90007-1220		PUBLIC CHARITY	CHARITABLE	5500.
COMMITTEE TO PROTECT JOURNALIST 330 7th Avenue, 11th Floor NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	5000.
DALLAS COURT APPOINTED SPECIAL ADVOCATES 2815 Gaston Avenue DALLAS, TX 75226		PUBLIC CHARITY	CHARITABLE	7500.
DIRECTORS ROUNDTABLE 1222 So. Genesee Avenue LOS ANGELES, CA 90019		PUBLIC CHARITY	CHARITABLE	9000.
DISABLED SPORTS USA 451 Hungerford Drive, Suite 100 ROCKVILLE, MD 20850		PUBLIC CHARITY	CHARITABLE	5000.
FASHION INSTITUTE OF DESIGN & MERCHANDISING 919 South Grand Avenue LOS ANGELES, CA 90015		PUBLIC CHARITY	CHARITABLE	15000.
REED ACADEMY 25 Potash Road OAKLAND, NJ 07436		PUBLIC CHARITY	CHARITABLE	5000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GOOD SHEPHERD SERVICES 305 Seventh Avenue, 9th Floor NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	12500.
HARMAN CENTER FOR THE ARTS 610 F St NW WASHINGTON, DC 20004		PUBLIC CHARITY	CHARITABLE	5000.
HOAG CHARITY SPORTS 3920 BIRCH ST STE 105 NEWPORT BEACH, CA 92660		PUBLIC CHARITY	CHARITABLE	46400.
JEWISH FEDERATION OF GREATER LOS ANGELES 6505 Wilshire Blvd LOS ANGELES, CA 90048		PUBLIC CHARITY	CHARITABLE	5000.
JOHN JAY COLLEGE OF CRIMINAL JUSTICE 524 W 59th St NEW YORK, NY 10019		PUBLIC CHARITY	CHARITABLE	9500.
JOHN M LANGSTON BAR ASSOCIATION PO Box 811985 LOS ANGELES, CA 90081		PUBLIC CHARITY	CHARITABLE	10000.
JUNIOR ACHIEVEMENT One Education Way COLORADO SPRINGS, CO 80906		PUBLIC CHARITY	CHARITABLE	12000.
LEGAL MOMENTUM 395 Hudson Street NEW YORK, NY 10014		PUBLIC CHARITY	CHARITABLE	10000.
LOS ANGELES CHAMBER ORCHESTRA 350 S. Figueroa St., Ste 183 LOS ANGELES, CA 90071		PUBLIC CHARITY	CHARITABLE	5000.
MARRIOTT FOUNDATION FOR PEOPLE WITH DISABILITIES 10400 Fernwood Road BETHESDA, MD 20817		PUBLIC CHARITY	CHARITABLE	15000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MELANOMA RESEARCH ALLIANCE 1101 New York Avenue, NW, Suite 620 WASHINGTON, DC 20005		PUBLIC CHARITY	CHARITABLE	25000.
MINORITY CORPORATE COUNSEL 1111 Pennsylvania Avenue, NW WASHINGTON, DC 20004		PUBLIC CHARITY	CHARITABLE	25000.
MUSE/IQUE 300 E. Green St., 3rd Floor PASADENA, CA 91101		PUBLIC CHARITY	CHARITABLE	10000.
NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES 1875 Connecticut Avenue, NW, Suite 650 WASHINGTON, DC 20009		PUBLIC CHARITY	CHARITABLE	10000.
NATIONAL WOMEN'S LAW CENTER 11 Dupont Circle, NW, # 800 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	7500.
NAZARETH HOUSING 137 E. 2nd Street, Lower Level NEW YORK, NY 10009		PUBLIC CHARITY	CHARITABLE	10000.
PARTNERSHIP FOR CHILDREN'S RIGHTS 271 Madison Avenue - 17th Floor NEW YORK, NY 10016		PUBLIC CHARITY	CHARITABLE	7500.
REPORTERS COMMITTEE FOR FREEDOM OF THE PRESS 1101 Wilson Blvd., Suite 1100 ARLINGTON, VA 22209		PUBLIC CHARITY	CHARITABLE	5000.
STREET LAW 1010 Wayne Avenue, Suite 870 SILVER SPRING, MD 20910		PUBLIC CHARITY	CHARITABLE	8000.
TESORO CHARITY GOLF CLASSIC 200 East Grayson, Suite 114 SAN ANTONIO, TX 78215		PUBLIC CHARITY	CHARITABLE	6000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR REPRODUCTIVE RIGHTS 120 Wall Street NEW YORK, NY 10005		PUBLIC CHARITY	CHARITABLE	7500.
THE COLBURN SCHOOL 200 South Grand Avenue LOS ANGELES, CA 90012		PUBLIC CHARITY	CHARITABLE	15000.
JAMES BEARD FOUNDATION 167 West 12th Street NEW YORK, NY 10011		PUBLIC CHARITY	CHARITABLE	7500.
THE JEWISH CHILDREN'S MUSEUM 792 Eastern Parkway BROOKLYN, NY 11213		PUBLIC CHARITY	CHARITABLE	8500.
TODD WAGNER FOUNDATION 3008 Taylor St DALLAS, TX 75226		PUBLIC CHARITY	CHARITABLE	15000.
THE UNIT SCHOLARSHIP FUND P.O. Box 73338 FORT BRAGG, NC 28307		PUBLIC CHARITY	CHARITABLE	7500.
THE WILLIAMS INSTITUTE Box 951476 LOS ANGELES, CA 90095-1476		PUBLIC CHARITY	CHARITABLE	7500.
TICK BORNE DISEASE ALLIANCE 244 Fifth Avenue, Suite 1450 NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	7500.
TULSA BALLET THEATRE 1212 E 45th Place South TULSA, OK 74105		PUBLIC CHARITY	CHARITABLE	6000.
TULSA UNITED WAY 1430 South Boulder TULSA, OK 74119		PUBLIC CHARITY	CHARITABLE	7000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
GOLDMAN SACHS - DIVIDENDS	32803.	213.	32590.
GOLDMAN SACHS - INTEREST	41165.	0.	41165.
Total to Fm 990-PF, Part I, ln 4	73968.	213.	73755.

Form 990-PF	Other Income	Statement	2
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
CLASS ACTION SETTLEMENT PROCEEDS	144.	144.	
ISHARES S7P GSCI COMMODITY-INDEXED TRUST K-1	24.	24.	
Total to Form 990-PF, Part I, line 11	168.	168.	

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEE	150.	150.		0.
To Form 990-PF, Pg 1, ln 16b	150.	150.		0.

Form 990-PF	Taxes	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INTERNAL REVENUE SERVICE - EXCISE TAX	5851.	0.		0.
FRANCHISE TAX BOARD - FILING FEE	10.	0.		10.
SECRETARY OF STATE - FILING FEE	20.	0.		20.

REGISTRY OF CHARITABLE

TRUSTS - ANNUAL FEE

150.

0.

150.

FOREIGN TAXES

1631.

1631.

0.

To Form 990-PF, Pg 1, ln 18

7662.

1631.

180.

Form 990-PF

Other Expenses

Statement

5

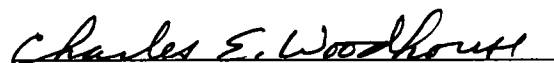
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	11873.	11873.		0.
BANK CHARGES - CHECKING ACCOUNT	144.	144.		0.
MISCELLANEOUS EXPENSES	452.	124.		0.
ADR FEES	298.	298.		0.
To Form 990-PF, Pg 1, ln 23	12767.	12439.		0.

Footnotes

Statement

6

PURSUANT TO REGULATION SEC.301.6104(d)-1, THE UNDERSIGNED FOUNDATION MANAGER FOR THE GIBSON, DUNN & CRUTCHER FOUNDATION CERTIFIES THAT PURSUANT TO SEC. 6104(d) OF THE INTERNAL REVENUE CODE RELATING TO PUBLIC INSPECTION OF PRIVATE FOUNDATIONS' ANNUAL REPORTS, THE ANNUAL RETURN FOR THE YEAR ENDING DECEMBER 31, 2012 IS AVAILABLE FOR PUBLIC INSPECTION BY ANY INTERESTED CITIZEN WHO REQUESTS IT AT THE FOUNDATION'S PRINCIPAL OFFICE LOCATED AT 333 SOUTH GRAND AVENUE, LOS ANGELES, CALIFORNIA 90071, TELEPHONE (213) 229-7000, BEGINNING ON MAY 16, 2013.



FOUNDATION MANAGER FOR THE GIBSON DUNN & CRUTCHER FOUNDATION

Form 990-PF	U.S. and State/City Government Obligations	Statement	7
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
GOVERNMENT OBLIGATIONS	X		430056.	430486.
Total U.S. Government Obligations			430056.	430486.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			430056.	430486.

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
EQUITY SECURITIES	576314.	637782.
Total to Form 990-PF, Part II, line 10b	576314.	637782.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
CORPORATE OBLIGATIONS	67263.	70698.
Total to Form 990-PF, Part II, line 10c	67263.	70698.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
PRIVATE EQUITY INVESTMENTS	COST	35279.	34430.
Total to Form 990-PF, Part II, line 13		35279.	34430.

Form 990-PF Part VIII - List of Officers, Directors Statement 11
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
KENNETH M. DORAN 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	PRESIDENT 2.00	0.	0.	0.
DEAN J. KITCHENS 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	SECRETARY 2.00	0.	0.	0.
CHARLES E. WOODHOUSE 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	CHIEF FINANCIAL OFFICER 2.00	0.	0.	0.
RANDY M. MASTRO 200 PARK AVENUE NEW YORK, NY 101660193	DIRECTOR 2.00	0.	0.	0.
THEODORE J. BOUTROUS, JR. 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	DIRECTOR 2.00	0.	0.	0.
MARY G. MURPHY 555 MISSION STREET, SUITE 3000 SAN FRANCISCO, CA 94105	DIRECTOR 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.